



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 16594 F
FILED 1425

MAR 3 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

March 1, 1994

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 21)
Recordation No. 16594

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INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

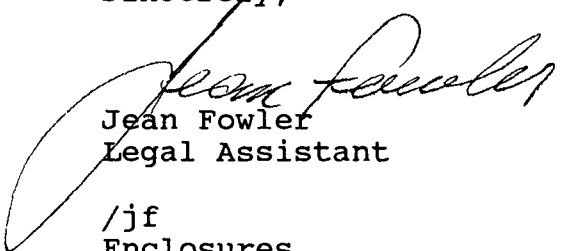
Enclosed are the original and two certified copies of the Second Supplemental Equipment Trust Agreement dated as of February 11, 1994, between Union Tank Car Company and Citibank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me by Federal Express in the envelope enclosed herewith for your use.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jff
Enclosures



A MEMBER OF THE MARMON GROUP OF COMPANIES

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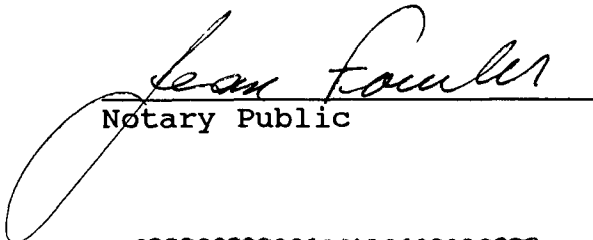
INTERSTATE COMMERCE COMMISSION

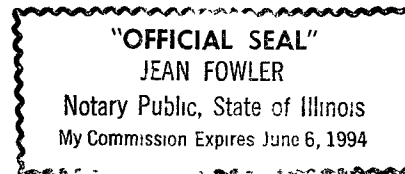
STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of February 11, 1994, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 28th day of February, 1994.


Notary Public



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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

CITIBANK, N.A.
as Trustee under Equipment Trust Agreement
Dated as of October 13, 1989
(Series 21)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of October 13, 1989, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

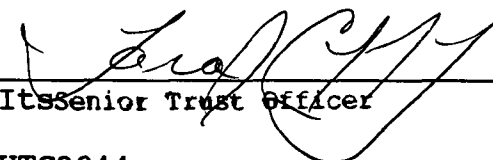
IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 11, 1994.

CITIBANK, N.A.

(CORPORATE SEAL)

By: 
P. DeFELICE
Vice President

Attest:


Its Senior Trust Officer

UTC2044

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS

On this 25th day of February, 1994, before me, a Notary Public in and for said State and County, personally appeared P. DeFELICE and Tara J. Coffey, to me personally known, who being by me duly sworn did say that they are, respectively, VICE PRESIDENT and Senior Trust Officer of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Jeffrey Berger
Notary Public

My Commission Expires:

JEFFRY BERGER
Notary Public, State of New York
No. 018E5015814
Qualified in Kings County
Commission Expires July 26, 1995

UTC2044

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 21 (R21)

<u>QUANTITY</u>	<u>A A R MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT</u>	<u>ROAD NUMBERS</u>
53	C214	5,800	UTCX 47815-47820, UTCX 47822-47862, UTCX 47864-47869
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53	TOTAL		